

Incorporation of a foundation

On this the twentieth of December two thousand sixteen, there appeared before me, mr. Caroline Francisca Messchendorp, junior civil-law notary, substitute of mr. Tjerk Jouke de Vries, civil-law notary practising in Groningen:

- mr. Victoriano Francisco Giralt García

The person appearing stated his intention to incorporate a foundation, which will be governed by the following Articles:

Article 1: Definitions

The following definitions apply to the terms used in these articles:

- Board of Directors: the Foundation's board of directors.
- Charter entities: The founders of the network as existed prior to the incorporation of the Foundation (the American Association of Collegiate Registrars and Admissions Officers (AACRAO), the Dienst Uitvoering Onderwijs (DUO), the National Student Clearing House (NSC) and Stanford University) and all the organisations which since the year two thousand and twelve have in turn taken on the local organisation of the annual 'Groningen Declaration Network meeting' (also referred to below as: 'GDN meeting');
- Participants: the participants of the foundation as provided for in Article 5;
- Signatories: all the organisations that have pledged to subscribe to the Foundation's Statutes, Bylaws, Code of Conduct and Statement of Ethical Principles as evidenced by their signing of the Groningen Declaration;
- In writing: by letter, fax or email, or by message sent by another current means of communication and which can be received electronically or in writing, provided that the identity of the sender can be established with sufficient certainty;
- Articles: the articles of the Foundation as they read in their various amended forms;
- Foundation: the legal entity to which the Articles relate.

Article 2: Name and registered office

1. The name of the Foundation is: Stichting Groningen Declaration Network.
2. It has its registered office in the Municipality of Groningen.

Article 3: Object.

1. The objective of the Foundation is:
 - to develop, offer, support and advise on the subject of Digital Student Data Portability (DSDP) particularly concerning the mutual consultation on an exchange of information between all parties worldwide and institutes for higher education in particular;

- to develop and offer best practices and globally accepted standards for safe and citizen oriented mutual consultation and the exchange of information on the subject of DSDP;
 - and everything related, belonging or conducive to this in the broadest sense.
2. The foundation seeks to achieve its object by:
 - creating and facilitating a network for the foundation's object;
 - bringing together stakeholders in the area of DSDP;
 - the use of multimedia for the foundation's object;
 - generating publicity by any means for the foundation's object;
 - the acquisition and provision of resources (financial or otherwise);
 - and also doing everything directly or indirectly related to this, in the broadest sense.
 3. The foundation is not intended to generate profit.

Article 4: Capital

1. The foundation's capital will be formed by:
 - a. subsidies and other contributions;
 - b. gifts, testamentary dispositions and bequests;
 - c. all other acquisitions and income.
2. The Foundation can only accept inheritances with the benefit of inventory.

Article 5: Participants

1. Participants of the foundation can be natural persons, partnerships, legal entities and non-profit organisations which, in the board's judgment, pursue activities that serve to meet the foundation's objective.
2. Those who are not yet Participants can be admitted to the foundation as Participants on their own request, which will need subsequent approval by the board, or on the invitation of the board of the foundation.
3. Admission requirements will be laid down in rules of procedure laid down by the board.
4. Participation will end:
 - a. through notice being given with due observance of the notice period provided for in one or more rules of procedure;
 - b. through cancellation of membership by the foundation's board;
 - c. upon the legal entity Participant or the partnership Participant ceasing to exist.

Article 6: Participants' Meeting

1. The board will convene a Participants' meeting at least once a year.
2. The board will also convene Participants' meetings as frequently as it deems necessary.
3. Each Participant is entitled to one vote at the Participants' meeting.
4. All resolutions of the Participants' meetings are passed by an absolute majority of votes.

Article 7: Board

1. The Board consists of a minimum of seven and a maximum of eleven members, to be decided by the Board, to be appointed for the first time by way of this deed.

The intention is to appoint a member of the board from all six continents of the world (Africa, Asia, Europe, North America, Oceania and South America).

2. The Board (with the exception of the first Board, the members of which will be appointed in office) will elect a chairperson, a vice-chairperson, a secretary and a treasurer from its midst, together forming the executive board.
3. The directors will step down in accordance with a rotation schedule drawn up by the Board, observing a minimum term of office of two years, with the exception of the members of the first Board, who will have a maximum term of office of two years and will then step down in accordance with the rotation schedule drawn up by the Board, whereby they may be subject to a term of office of less than two years; appointments made to fill vacancies in the meantime will take the place of their predecessors in the rotation schedule.

Board members can only once be reappointed.

4. In the event of one or more vacancies arising in the Board, the remaining board members will fill the vacancies through the appointment of one or more successors by unanimous vote (or through the appointment of the sole remaining member of the board) within three months of the vacancy or vacancies arising.

For the appointment of one or more new board members the remaining directors should preferably consider representatives of the charter entities and representatives from organizations that signed the Groningen Declaration (the Signatories), under condition that the organisations they represent belong to one of the following 4 categories: Data providers (institutions); data custodians (depositories); data owners (representative student bodies, for instance student unions); and (inter)national (membership) associations active in the field of internationalization of (higher) education. Exceptionally, the board of directors may want to use its discretionary powers and consider membership to the board by entities that do not fit in any of the aforementioned four categories, on condition that such a decision requires a qualified majority vote in session by all board members; in the case of voting by distance communication, a unanimous vote is required.

5. Should one or more Board members be absent for whatever reason, the remaining Board members or the only remaining Board member will nevertheless constitute a legitimate Board.
6. In the event of a difference of opinion arising between the remaining directors concerning the appointment and if at any time there are no directors prior to the filling of the vacancy or vacancies and also if the remaining directors fail to fill the vacancy or vacancies within the time period provided for in paragraph 4 of this article, the vacancies will be filled by a court of law on the request of any interested party or on the demand of the public prosecution service.

Article 8: Board meetings and Board resolutions

1. The Board meetings will be held at the places determined by the Board.
2. At least one meeting will be held every six months.
3. Meetings will also be held at all times considered desirable by the chairperson or if one of the other directors makes a request to that in Writing to the chairperson, precisely stating the items to be placed on the agenda.

If the board fails to heed such a request in such a way that the meeting can be held within three weeks of receiving the request, the party making the request will be entitled to convene a meeting, with due observance of the required formalities.

4. Notwithstanding the provisions of paragraph 3, the meeting will be convened in Writing by the chairperson at least seven days in advance, not including the date on which the meeting is convened or the date of the meeting itself.
5. In addition to the time and place of the meeting, the notice to convene will stipulate the subjects being placed on the agenda.
6. If the rules laid down in the Articles for convening and holding meetings are not observed, a meeting of the Board can nonetheless pass valid resolutions on all subjects raised, provided that the meeting of the Board in question is attended by all directors in office and that the resolutions in question are passed by unanimous vote.
7. The meetings will be chaired by the chairperson of the Board; the meeting will appoint its own chairperson in his or her absence.
8. Minutes will be taken of the business transacted at the meetings by the secretary or by one of the other attendees asked by the chairperson to undertake these duties.

The minutes will be adopted at the next meeting and signed to this effect by the chairperson and secretary of that meeting.

9. The board can only take valid decisions at a meeting provided that the majority of the sitting Board members are present or represented at the meeting.

Directors can have themselves represented at a meeting by fellow-directors upon submission of a written power of attorney deemed by the chairman of the meeting to be adequate for that purpose.

A director may only act as the authorised representative for one fellow-director.

10. The Board can also pass resolutions outside of meetings provided that all directors have cast their vote in Writing.

The provisions of the previous sentence are also applicable to resolutions to amend the Articles or dissolve the Foundation.

The same majorities as for resolutions at meetings are required for decisions taken outside of meetings.

A resolution passed outside of a meeting will be recorded by the secretary and this record, after being co-signed by the chairperson, will be added to the minutes together with the votes received.

11. Each director has the right to cast one vote.

Where these Articles do not stipulate a larger majority, all Board resolutions will be passed by an absolute majority of the valid votes cast.

In the event of a tied vote, no resolution can be passed.

One or more directors have the right to make a request to the Netherlands Arbitration Institute, within ten days of the date of the meeting at which the votes were tied, to appoint an advisor to make a decision on the proposal in question.

The advisor's decision will constitute a Board decision.

12. All votes at the meeting will be cast orally, unless the chairperson deems a ballot appropriate or one of the holders of voting rights requires a ballot prior to voting.

Ballots will be held using unsigned, sealed paper ballots.

13. Blank votes shall be deemed not to have been cast.

14. Any dispute not provided for in these Articles will be decided by the chairperson.

15. The above provisions of this article are applicable mutatis mutandis to as great an extent as possible to the meetings and decisions of the executive board.

Article 9: Management authority and remuneration

1. The Board is charged with the management of the Foundation.
2. Provided that prior written consent has been granted by the Participants' meeting and provided that the resolutions in question are passed by unanimous vote of all sitting directors, the Board is authorised to pass resolutions to enter into agreements for the acquisition, disposal and encumbering of property subject to registration and to enter into agreements in which the Foundation commits itself as surety or joint and several debtor, warrants performance of a third party or provides security for a debt of a third party.
3. The directors cannot be assigned any remuneration.
Expenses of the directors will be reimbursed on presentation of the supporting documents.

Article 10: Representation.

1. The Foundation is represented by the Board in the absence of any statutory provision to the contrary.
The Foundation can also be represented by two jointly acting members of the executive board.
2. The Board can authorise others to represent the Foundation judicially and extrajudicially within the parameters specified in the power of attorney.

Article 11: Termination of Board membership

Membership of the Board ends:

- through the death of a director;
- through the loss of the disposition over his/her assets;
- upon retirement in writing as a board member;

- through his/her dismissal pursuant to article 2:298 of the Dutch Civil Code.
- through a decision taken by the other directors by unanimous vote.
- through retirement by rotation.

Article 12: Financial year and annual accounts and reports

1. The Foundation's financial year coincides with the calendar year.
2. At the end of each financial year the treasurer draws up a balance sheet and a statement of income and expenditure over the previous financial year, which annual accounts and reports will be presented to the Board within six months of the end of the financial year and, if required by the subsidizer, accompanied by a report of a registered accountant or an accountant-administration consultant.
3. The annual accounts and reports will be adopted by the Board.
By adopting the annual accounts and reports the Board discharges the treasurer for the administration he has conducted.
4. The board will send the annual accounts and reports to the Participants following their adoption.

Article 13: Commissions. Task Forces. Committees

The Board is authorised to institute one or more commissions, also known as task forces or committees, the tasks and powers of which will be laid down in separate rules of procedure.

Article 14: Advisory Board

The Board can appoint an Advisory Board, which will then have the task of providing the Board with solicited and unsolicited advice.

The remaining tasks and powers will then be laid down in separate rules of procedure.

Article 15: Executive Director

1. The Board can appoint an executive director charged with the day-to-day management of the Foundation.
2. If an executive director is appointed, he/she can be dismissed by the Board with due observance of the statutory provisions in that regard.
3. The executive has an advisory vote in Board meetings.
4. The appointment, the dismissal and the other conditions regarding the executive director will be adopted by the Board in separate rules of procedure.

Article 16: Rules of procedure

1. The Board is empowered to adopt one or more rules of procedure providing for subjects not covered by these Articles.
2. The rules of procedure may not be in conflict with the law or these Articles.

3. The Board is authorised at all times to amend or cancel the rules of procedure.
4. The adoption, amendment and cancellation of the rules of procedure are subject to the provisions of Article 17, paragraphs 1 and 2.

Article 17: Amendments to the Articles

1. The Board is authorised to amend the Articles with the prior consent of the Participants' meeting.
Without prejudice to the provisions of Article 8.10, the resolution to this effect must be passed with a majority of at least three quarters of the votes cast at a Board meeting attended or represented by all directors.
2. If not all of the directors are present or represented at a meeting at which a proposal as provided for in paragraph 1 of this Article has been placed on the agenda, a second meeting of the Board will be convened, to be held no sooner than seven days but no later than twenty days after the first meeting, at which the resolution can be adopted with a majority of at least three quarters of the votes cast and at which meeting at least the majority of the sitting directors are presented or represented.
3. Each individual director is authorised to execute the relevant notarial deed amending the articles.

Article 18: Dissolution and liquidation

1. The Board is authorised to dissolve the Foundation with the prior consent of the Participants' meeting.
The resolution to dissolve the Foundation is subject to the provisions of article 17, paragraphs 1 and 2.
2. The Foundation will continue to exist after its dissolution to the extent necessary to liquidate its assets.
3. The Foundation will be liquidated by the Board.
4. The liquidators shall ensure that the dissolution of the Foundation is registered in the Register as meant in Section 2:289 of the Dutch Civil Code.
5. During the liquidation, the provisions of these Articles will remain in force as far as possible.
6. Any credit balance of the dissolved Foundation will be spent on a public benefit organisation with a similar object as that of the Foundation or on a foreign institution that is exclusively or virtually a public benefit organisation with a similar object to that of the Foundation.
7. After the end of the liquidation, the records and documents of the dissolved Foundation will remain for seven years in the custody of the youngest liquidator.

Article 19: Final stipulation.

The Board of the Foundation will decide in all cases not provided for by law or these Articles.

Article 20: Transitional provision

The Foundation's first financial year ends on the thirty-first of December two thousand and seventeen.

This article will be rescinded once the first financial year has ended.

Final statement.

Finally, notwithstanding of the provisions of Article 7, paragraphs 1 and 2, the person appearing declared that, until **the first of April two thousand seventeen**, the first Board will comprise one member and that the following person is appointed as the first director of the board:

- said Mr. Victoriano Francisco Giralte García, as chairperson;

The person appearing is known to me, the civil-law notary.

Whereof deed, executed in one original in Groningen on the date first hereinbefore written.

After the substance of this deed had been communicated to the person appearing and an explanation had been given, the person appearing stated in good time before its execution that the person appearing had taken cognisance of its contents and did not require the deed to be read out in full.

Following its limited reading, the deed was signed by the person appearing and by me, the civil-law notary.